

RECORDATION NO. 16689-Q-R
FILED 1425
OCT 9 - 1996 - 10 45 AM

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

October 8, 1996

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are six (6) copies each of Lease Supplement No. 8 and Security Agreement and Trust Indenture Supplement No. 7, both dated as of September 12, 1996, and both being secondary documents as defined in the Board's Rules for the Recordation of Documents.

The enclosed documents relate to the Equipment Lease and Trust Indenture previously filed with the Commission under Recordation Number 16689.

The names and addresses of the parties to the enclosed document are

Lease Supplement No. 8

Lessor	First Security Bank 79 South Main Street Salt Lake City, Utah 84111
Lessee	GE Capital Railcar Associates, Inc 33 W. Monroe Street Chicago, Illinois 60603

Counterparts - Edward M. Linn

Mr. Vernon A Williams
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Security Agreement and Trust Indenture Supplement No 7

Owner Trustee First Security Bank
79 South Main Street
Salt Lake City, Utah 84111

Security Trustee State Street Bank and Trust Company
225 Franklin Street
Boston, Massachusetts 02110

A description of the railroad equipment for which reporting marks and road numbers are being changed is set forth on Schedule A attached to each document

Also enclosed is a check in the amount of \$44 00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed documents to the undersigned

Very truly yours,



Robert W Alvord

RWA/bg
Enclosures

LEASE SUPPLEMENT NO. 8

RECORDATION NO. 16689-2
FILED 1425

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LEASE SUPPLEMENT NO. 8 ("LEASE SUPPLEMENT NO. 8") dated as of

September 12, 1996, between FIRST SECURITY BANK, N A., a national banking association, in its individual capacity as expressly provided herein and otherwise solely as Owner Trustee ("Lessor") under RAIL TRUST NO. 89-7, and GE CAPITAL RAILCAR ASSOCIATES, INC., a Delaware corporation ("Lessee"), as successor in interest to Irel Rail Corporation.

WHEREAS, Lessee leased from Lessor one hundred eleven (111) units of railroad equipment pursuant to an equipment lease agreement (the "Equipment Lease") as supplemented, dated as of December 14, 1989, between Lessor and Lessee, which was filed and recorded with the Interstate Commerce Commission ("ICC") (predecessor to the Surface Transportation Board "STB") on December 28, 1989 and given Recordation No. 16689; and

WHEREAS, pursuant to Section 4.2 of the Equipment Lease, Lessee shall file periodic supplements to the equipment Lease to reflect changes in the reporting marks of certain of the units of Equipment

NOW, THEREFORE, pursuant to the premises and the covenants and promises contained in the Equipment Lease, the parties hereby agree as follows:

1. All capitalized terms used herein shall have the meanings ascribed to them in the Equipment Lease, unless otherwise stated.
2. The Equipment Lease is hereby supplemented as follows:
 - (i) Schedule A attached hereto reflects changes in the reporting marks of certain units of Equipment for the period January 1, 1995 to December 31, 1995

LESSOR:

FIRST SECURITY BANK OF ILL., N.A.
not in its individual capacity but solely as Owner
Trustee under Rail Trust No 89-7

By 
Name **LARRY C MONTGOMERY**
Title **ASSISTANT VICE PRESIDENT**

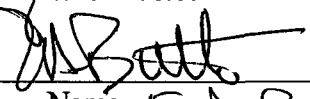
LESSEE

GE CAPITAL RAILCAR ASSOCIATES, INC.
as Assignee in interest to Itel Corporation

By 
Name: Robert H Tucker
Title: Executive Vice President

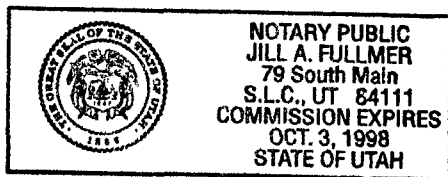
ACKNOWLEDGED BY:

FIRST TRUST OF ILLINOIS, N.A.
as Indenture Trustee

By 
Name **E.D. BUTLER**
Title **VICE PRESIDENT**

STATE OF UTAH)
) SS
COUNTY OF SALT LAKE)

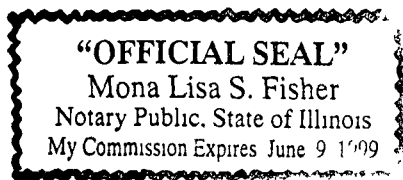
On this 25th day of September, 1996, before me personally appeared Larry C Montgomery, personally known to me to be the person who executed the foregoing instrument as Trust Officer of FIRST SECURITY BANK ~~OF UTAH~~, N.A., and acknowledged to me that the Corporation executed it.



Jill A. Fullmer
Notary Public

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 26th day of September, 1996, before me personally appeared Robert H. Tucker, personally known to me to be the person who executed the foregoing instrument as Executive Vice President of GE CAPITAL RAILCAR ASSOCIATES, INC., and acknowledged to me that the Corporation executed it.

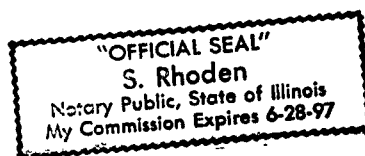


Mona Lisa S. Fisher
Notary Public

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 21st day of OCTOBER, 1996, before me personally appeared E.D. Butler, personally known to me to be the person who executed the foregoing instrument as VICE PRESIDENT of FIRST TRUST OF ILLINOIS, and acknowledged to me that the Corporation executed it

S. Rhoden
Notary Public



**LEASE SUPPLEMENT NO. 8
TO RAIL TRUST NO. 89-7**

SCHEDULE A

Remarks for Period 1/1/95 to 12/31/95

<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Mark</u>	<u>New Car Number</u>
WICT	041075	CIND	051608
WICT	041095	CIND	051603
WSOR	041089	CWWR	003100
WSOR	041096	CIND	005106
WICT	041199	AGLF	005535